

Conflict of Interest Policy

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1. Policy statement

- 1.1 Conflict of interest and potential conflicts of interest are subject to legal requirements in both charity and company law. Good governance and Help & Care's governing documents both demand a robust Policy on conflict of interest.
- 1.2 It is the responsibility of all employees, volunteers and Board members to ensure conflict of interest and potential conflict of interest are properly identified, prevented from affecting any decision, and recorded in accordance with this Policy. The aim of this Policy is to protect both the organisation and the individuals concerned from any appearance of impropriety.

2. Introduction

- 2.1 Help & Care's procedures need to always be open, honest and transparent always. All parties that we work with are entitled to expect the highest standards of conduct from everyone. This Policy aims to ensure that there is no conflict of interest between private interests of employees, volunteers and Board members and their responsibilities to Help & Care.
- 2.2 It is anticipated that employees, volunteers and Board members will have a wide range of interests in their public, private and professional lives. A conflict of interest may arise where the commitments and obligations owned by an employee, volunteer and Board member to Help & Care are likely to be compromised or may appear to be compromised, due to an individual's personal interest or loyalties.

3. Purpose and Scope

- 3.1 Help & Care is committed to ensuring transparency in its governance practices and complying with legal requirements, and this Policy sets out the organisation's approach to managing actual, perceived and potential conflicts of interest.
- 3.2 The aim of the Policy is to ensure that there is a fairness in Help & Care's decision-making processes, to protect the reputation and integrity of the organisation, employees and individuals involved from any appearance of impropriety and to ensure the public's trust and confidence in our activities.

4. Roles and Responsibilities

Chief Executive

- Has overall accountability for Help & Care's management of conflicts of interest.

Line Managers

- Ensure members of their team are aware and follow this Policy and report any actual conflicts of interest to the Governance Team as they arise.
- Provide basic advice including, as part of local induction, on how conflicts of interest should be managed, escalating queries to the Human Resources Team as necessary.

Conflict of Interest Guardian

This role is undertaken by the Director of Organisational Development and Human Resources Team; they:

- Have responsibility for the day-to-day management of conflicts of interest and queries in relation to these.
- Act as a conduit for employees, volunteers, Board members and members of the public who have any concerns with regards to conflict of interest.
- Are a safe point of contact for employees to raise any concerns in relation to this Policy.
- Support the rigorous application of conflict of interest principles and Policy.
- Provide independent advice and judgement where there is any doubt about how to apply conflict of interest Policy in an individual situation.
- Provide advice on minimising risks of conflict of interest.

Governance Team

- Maintain the Help & Care register of interest and other registers referred to in this Policy.
- Support the Conflict of Interest Guardian to enable them to carry out their role effectively.
- Provide advice, support and guidance on how conflicts of interest should be managed.
- Ensure that the appropriate administrative processes are in place to ensure compliance with legislation and statutory guidance.

Employee, Volunteers and Board members

Every employee, volunteer and Board member has the responsibility to ensure that they complete a conflict of interest form upon appointment and to ensure that it is kept up to date. Forms will need to be submitted on an annual basis, unless something new arises in a year, which needs to be declared. In such cases a new declaration form must be completed and given to the Human Resources Team no later than 28 days after becoming aware

so that the register can be updated. A Conflict of Interest form can be found at Appendix A.

All individuals are also responsible for ensuring any conflict of interest arising from the agenda is declared at meetings they attend, regardless of this being declared on the Conflicts of Interest Register; any declarations must be recorded in the minutes of meeting. The Chair of meetings must ensure that attendees are prompted to raise conflict of interests.

There may be an occasion where an individual declares an interest in good faith but, upon closer consideration, it is clear that it does not constitute a genuine conflict of interest. The Human Resources Team or the Conflict of Interest Guardian will provide advice and guidance as to whether it is necessary for the interest to be recorded on the register.

Equally, there will be other occasions where the conflict of interest is profound and acute, such as where an individual has direct financial interest which gives rise to the conflict e.g., employment outside of Help & Care or involvement with an organisation which benefits financially from contracts for the supply of goods and services to Help & Care or aspires to be a new Health Coaching provider. Upon the declaration of such conflicts, consideration will be given as to whether, practically, such an interest is manageable. If it is not, the appropriate course of action may be to refuse to allow the circumstances which give rise to the conflict to persist. In such circumstances, the appropriate HR policies will be referred to and HR advice will be sought as required.

Managers engaged in Procurements

- Ensure Conflict of Interest forms are completed by all individuals involved in the procurement process.
- Ensure Conflict of Interest forms are completed regardless of the procurement financial envelope.
- Consider their own declarations of interest and conflicts that may arise as part of the procurement. Any new potential conflicts of interest should be declared.
- Ensure conflict of interest declarations are available at all related procurement meetings.
- Ensure conflict of interest mitigations are clearly documented in the meetings.
- The Director of Finance & Corporate Services will ensure that the procurement register has been updated.

5. Definitions/explanations of terms used

- 5.1 **Conflict of interest** – a conflict of interest is any situation in where an individual, who is employed by or volunteers for Help & Care, has a personal interest and/or loyalty to some another individual or group, which is likely to be in conflict or may appear to be in conflict with the interests of Help & Care.

This conflict of interest could inhibit free discussion, result in decisions or actions not in the interests of Help & Care, give rise to an appearance of bias or favouritism towards another organisation or individual within or outside of Help & Care, create or appear to create preferential personal gain.

- 5.2 **Connected person** – in broad terms this means any family members (including partners, parents, children and partners of adult children), or close associates or business partners of employees, volunteers and Board members, as well as businesses in which an employee, volunteer or Board member has an interest through ownership or influence.

- 5.3 **Conflict of loyalties** – These conflicts of interest arise because, although the affected individual does not stand to gain any benefit, the individual's decision-making at Help & Care could be influenced by their other interests.

For example, a Board member's loyalty to Help & Care could conflict with their loyalty to:

- Another organisation such as their employer
- Another charity of which they are a trustee
- A member of their family
- Another connected person or organisation.

Some conflicts of loyalty arise because an employee or volunteer has a competing legal obligation or duty to another organisation or person. Others result from conflicting loyalties which individuals owe or may feel towards family, friends or other people or organisations who are part of their network. There can be situations in which the appearance of conflict of interest is present even when no conflict exists. It is important when evaluating a potential conflict of interest to consider how it may be perceived by others.

For those parts of the organisation involved in giving advice, examples of conflict include:

- Acting for both sides in a dispute.
- The client presenting a case that involves an employee, volunteer or Board member.
- The client presenting a case that the employee, volunteer or Board member knows is based on false information.
- The client's case involves or potentially involves, undertaking action against the organisation or a funder.

6. Defining what is a Conflict of Interest

There is no definitive list of conflicts, and every situation should be taken on its own merit. Some examples of areas where conflicts may arise:

- Employees, volunteers and Board members working for or having a commercial relationship with another organisation including their own business if self-employed.
- Voluntary or remunerated positions including local authority or other public positions.
- Personal relationships with clients, suppliers, commissioners, service providers including competitors.
- Financial interests where there appears to be an opportunity for personal gain, such as beneficial interests in organisations where services or contracts are being procured.
- The offer of gifts and hospitality, whether accepted or declined.
- Recruitment and selection process.

This list is not exhaustive.

7. Recognising a Conflict of Interest

7.1 All Help & Care employees, volunteers, Board members are required to identify and disclose activities and relationships that might give rise to conflict of interest or the perception of conflicts of interest and to ensure that such conflicts are seen to be properly managed or avoided.

7.2 As standard operating practice across Help & Care, employees, volunteers and Board members will be required to complete a Conflict of Interest Form in the following circumstances:

- Upon appointment with Help & Care.
- On an annual basis in line with the financial year.
- On changing role, responsibility or circumstances. This must be no later than 28 days of change being known.
- If there are no interests to declare a submission must still be made stating 'Nothing to Declare'.

7.3 These individual forms will create a Register of Interest which will be maintained by the Governance Team. All interest declared will be promptly transferred to the relevant registers (within 10 working days) by the Governance Team. Where a declared interest has expired, this will remain on the register as a record of historic interests which will be retained by Help & Care for a minimum of 6 years after the date on which it expired.

8. Action to be taken with a Conflict of Interest

- 8.1 All recruiting Managers will need to ensure that they support obtaining the Conflict of Interest forms for all new employees, volunteers and Board members and make the necessary arrangements to manage any declared conflicts of interests with support and advice from the Conflict of Interest Guardian.
- 8.2 Conflict of Interest Guardians will need to consider whether conflicts of interest are minor and can be managed with appropriate measures in place. If however, conflicts are deliberately avoided or undeclared and they have the potential to pose a serious threat to Help & Care, this may lead to action being taken. The result of which may include excluding individuals either from being appointed to the role during the recruitment process or disciplinary action for employees. This will need to be considered on a case-by-case basis and in conjunction with the Chief Executive or Board Chair (if applicable) regarding action to be taken.
- 8.3 If any employee, volunteer or Board member has any interest in a matter under discussion at any meeting or event where they represent Help & Care they should declare it at the earliest opportunity. In these circumstances employees, volunteers and Board members will be asked to withdraw from the meeting, event or discussion until agreement has been sought from the Conflict of Interest Guardians, Chief Executive or Board Chair (if applicable), regarding action to be taken.
- 8.4 It is imperative that Help & Care ensures complete transparency in its decision-making processes through robust record-keeping. If any conflicts of interests are declared at appointment or at any time whilst with Help & Care, the Conflict of Interests Guardians must ensure that the following information is recorded:
- Who has the interest.
 - The nature of the interest and why it gives rise to conflict, including the magnitude of any interest.
 - How the conflict was agreed to be managed.
 - Evidence that the conflict was managed as intended (e.g., change to Primary Care Network, event was attended by another representative of Help & Care).

9. Managing Conflicts of Interest at Board meetings

- 9.1 Where the conflict arises because of an item on the agenda for Board meetings, appropriate action to be taken will be decided by a simple majority vote of the Board. A quorum must be present, excluding the interested party

who may not vote on matters reflecting their own interests. The Chair has ultimate responsibility for agreeing how to manage any conflict of interest if there is a tied vote.

Options available include but are not limited to:

- Restricting access to papers in advance of a meeting.
- Withdrawing from the room for all or parts of the discussion.
- Taking part in the discussion but not having voting rights.
- No action to be taken.

9.2 Each matter will be assessed on its own merit and action taken will be noted in the minutes of the Board meeting. Please note that Healthwatch Board Minutes are publicly available via the locality's website¹.

9.3 Where a Board member benefits from a decision, this will be reported in the annual report and accounts in accordance with The Charities Statement of Recommended Practice (SORP 2019).

9.4 If any conflicts of interests are declared or otherwise arise in a meeting, the Chair must ensure that the following information is recorded in the minutes:

- Who has the interest.
- The nature of the interest and why it gives rise to conflict, including the magnitude of any interest.
- The items on the agenda to which the interest relates.
- How the conflict was agreed to be managed.
- Evidence that the conflict was managed as intended (e.g., recording the points during the meeting where particular individuals left or returned to the meeting).

10. Failure to declare an interest

It is the responsibility of everyone to keep their declaration of interests record up to date. Failure to do could result in disciplinary action.

If an employee, volunteer or Board member fails to declare an interest, but that interest is known to others, then the interest can be declared by another individual. If anyone at Help & Care has concerns about how conflicts of interest are being managed, they must speak up by contacting the Conflict of Interest Guardian (HR Team).

If it is discovered after the event that an interest has not been disclosed, then the interested party will be asked to provide a written explanation of the reasons why the information was withheld.

¹ Conflict of interest guidance, Healthwatch England, January 2021

Depending on the nature of the breach of Policy, it may be decided that no action is required other than ensuring the Register of Interests is updated, or in serious cases a suspension or termination may be considered.

11. Managing contracts

If a conflict of interest is identified, individuals must not be involved in managing or monitoring a contract in which an interest has been declared. Monitoring arrangements includes provisions of bills and invoices, and termination of the contract if the relationship is unsatisfactory.

12. Register of Procurement Decisions

To promote transparency in decision-making, and in line with Charity Governance Code, Help & Care will maintain a register of procurement decisions taken, either for the procurement of a new supplier or any extension or material variation of a current contract/agreement. This will include:

- Who was involved in making the decision.
- Summary of any conflicts of interest in relation to the decision and how these were managed.
- The award decision taken.

It is the responsibility of Managers involved in procurements to ensure details of any procurement decisions taken are provided to the Governance Team so that the register of procurement decisions will be updated.

13. Gifts and hospitality

Gifts and hospitality may create a conflict of interest in relation to purchasing supplies and services or awarding contracts. In order to ensure that acceptance is transparent and does not fall outside of any other Help & Care Policy, please refer to **the Gifts and Hospitality Policy**, which can be found on the intranet.

14. Raising Concerns and Breaches

It is the duty of everyone referred to in this Policy to speak up about genuine concerns in relation to the administration of this Policy and to report those concerns in line with Help & Care's Freedom to Speak Up Policy. Suspicions must not be ignored or investigated directly by an individual.

We encourage anyone who is not an employee or volunteer at Help & Care, but who wishes to report a suspected or known breach of this Policy, to contact a member of the Governance Team in the first instance.

All disclosures will be treated with appropriate confidentiality at all times in accordance with Help & Care policies. Anyone making such disclosures may expect an appropriate explanation of any decisions taken as a result of any investigation.

15. Data Protection

All declarations will be processed in accordance with data principles as set out in the Data Protection Act 2018 and UK GDPR and Privacy Notice. Data will only be processed to ensure employees, volunteers and Board members act in the best interests of Help & Care. The declarations will not be used for any other purpose.

16. Implementation, monitoring and review

This Policy will be reviewed every 2 years, sooner if legislation, best practice or other circumstances indicate this is necessary.

Monitoring arrangements of the Policy are:

Area for monitoring	How	Who by	Reported To	Frequency
Updates to Board of Directors Register of Interest	Production of register	OD/Governance	Board of Trustees	Annually
Updates to Staff Register of interests	Production of register	OD/Governance	Board of Trustees	Annually
Known Breaches, the impact of these and action taken	Breathe HR	OD/Governance	Board of Trustees	Annually

The Register of Interests will be reviewed on a quarterly basis. Completion and renewal of declaration of interest forms will be co-ordinated annually by Human Resources Team.

Policy documents together with any amendments will be published on Healthwatch Localities' websites as soon as is practicable.

17. Contact Details

- Conflict of Interest Guardian, HRsupport@helpandcare.org.uk
- Governance Team, Governance@helpandcare.org.uk

18. Appendices²

Appendix A – Template Declaration of Interest Form for Help & Care employees, volunteers and Board members

² Declaration of Interest form and Register of Interests, Chartered Governance Institute UK & Ireland, April 2021

Appendix A: Conflict of Interests Form for Help & Care Employees, Volunteers and Board Members

Name:			
Position held:			
<p>Please tick if applicable</p> <p><input type="checkbox"/> I have 'Nothing to Declare' at the time of completing this form.</p>			
Description of Interest (Please give details of the interest and whether it applies to yourself or, where appropriate, a member of your immediate family, connected persons or some other close personal connection).	Relevant dates		Comments
	From	To	

To the best of my knowledge, the above information is complete and correct. I undertake to update as necessary the information provided, and how to review the accuracy of the information on an annual basis. I acknowledge that any changes in these declarations, Help & Care must be notified as soon as practicable and no later than 28 days after the interest arises.

I understand that the information provided will be held in accordance with Help & Care’s Conflict of Interests Policy and Privacy Policy.

Signed:.....

Date.....

Please return to the Human Resources Team hrrsupport@helpandcare.org.uk

GUIDANCE NOTES FOR COMPLETION OF CONFLICTS OF INTERESTS FORM	
Name and Position:	Insert your name and your position/role in relation to Help & Care
Description of Interest:	Provide a description of the interest that is being declared. This should contain enough information to be meaningful. That is, the information provided should enable Help & Care with no prior knowledge to be able to read and understand the nature of the interest.
Types of Interest:	<p>Financial Interests – This is where an individual may get direct financial benefits from the consequences of a decision that they are involved in making.</p> <p>Non-financial professional interests – This is where an individual may obtain a non-financial professional benefit from a decision they are involved in making, such as increasing their professional reputation or status or promoting their professional career.</p> <p>Non-financial personal interest – This is where an individual may benefit personally in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit, because of decisions they are involved in making in their professional career.</p> <p>Indirect Interest – This is where an individual has a close association with another individual who has a financial interest, a non-financial professional interest or a non-financial personal interest who would stand to benefit from a decision they are involved in making.</p> <p>A benefit may arise from both a gain or avoidance of loss.</p>
Relevant Dates:	Detail here when the interest arose and, if relevant, when it ceased.
Comments:	This field should detail any action taken to manage an actual or potential conflict of interest. It might also detail any Approvals or permission to adopt certain course of action.